

# **OTTO WOLFF**

**U.S. SALES CORPORATION**  
**Chicago Branch**

**Rasselstein GmbH (Otto Wolff US Sales Corporation)**

**VS**

**Delphi Corporation, Troy, Michigan**

**Case No: 05-44481 Docket Number 5418**

## **Response to Third Omnibus Objection**

### **Package Contents:**

- Letter to United States Bankruptcy Court Requesting Further Consideration
- Distribution List
- Correspondence between Delphi and Otto Wolff in Regards to Claim (2 pages)
- Original Proof of Claim Filed June 26,2006
- Copy of Invoice Issued by Rasselstein, September 19,2005
- Power of Attorney Granted to Otto Wolff US Sales/John W. Hamilton (2 pages)

Dated: November 21,2006  
Rosemont, Illinois

# OTTO WOLFF

U.S. SALES CORPORATION  
Chicago Branch

November 21, 2006

United States Bankruptcy Court  
Southern District of New York  
Delphi Corporation Claims  
One Bowling Green, Room 534  
New York, New York 10004-1408

**RE: DELPHI CORPORATION CASE NO. 05-44481**

To Whom It May Concern:

On behalf of Rasselstein GmbH (formerly known as Rasselstein Hoesch GmbH) as the Representative in North America, we are presenting our original request of payment of \$152,461.57 due to us for loss occurred when selling off inventory which was in storage for Delphi prior to them filing for Chapter 11. The Claim Number reference in your correspondence received on November 6<sup>th</sup> was 9958.

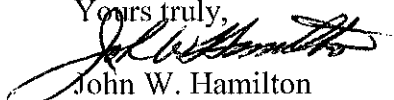
Enclosed please find correspondence between Mr. Michael Stockton of Delphi and myself (John W. Hamilton of Otto Wolff US Sales) whereby he authorized us to sell the material on hand and that Delphi would cover the losses taken to dispose of such inventory. Also included is an e-mail whereby Mr. Stockton advised us that payment would be made within 7 to 10 days (E-Mail dated October 2, 2005) and that the material had been entered into their system.

Again, I have enclosed the invoice issued by Rasselstein in the amount of \$163,457.02 dated September 19, 2005 and our claim is now only for \$152,461.57 since the last payment received from Delphi prior to entering Chapter 11, overpaid earlier invoices by \$10,995.45 and this was due to Delphi using new pricing whereas our shipments were made at old pricing on the payments made. Delphi never paid from invoices but from receipts issued by the Receiving Department of the plant.

Considering the above facts, our claim for \$152,461.57 should remain in your active file for future consideration as to Creditors Agreement.

Should you have any questions, please do not hesitate to contact me at 800-796-2795.

Yours truly,



John W. Hamilton  
President

# OTTO WOLFF

U.S. SALES CORPORATION  
Chicago Branch

**RE: Second Omnibus Claims Objection:**

**Docket Number 5418**

**Delphi Corporation Case No.05-44481 (RDD) versus Rasselstein GmbH.**

Copies To:

- 1) Honorable Robert D. Drain, United States Bankruptcy Judge
- 2) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan, 48098( Attn. General Counsel)
- 3) Counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: John Wm. Butler Jr.)
- 4) Counsel to Agent under Debtor's Petition Credit Facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman.)
- 5) Counsel to the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald Bernstein and Brian Resnick)
- 6) Counsel Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A Broude)
- 7) Counsel Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Bonnie Steingart)
- 8) Office of the United States Trustee, Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, (Attn: Alicia M. Leonhard)

**John Hamilton**

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**From:** John Hamilton [j.hamilton@o-woff.com]  
**Sent:** Monday, October 03, 2005 12:47 PM  
**To:** 'michael.stockton'  
**Cc:** 'Sandford, Eric'  
**Subject:** RE: Delphi - Debit note in the amount of USD 163,457.02

Mike:

Thank you for your reply and I understand the situation. Also, just checking once more as to what you did have on your floor to make sure you have disposed of all of it as I have another customer interested in some of the items we had on our list but he was too late to reply to us. Please confirm if you have disposed of everything or do you need me to sell anything for you?

Best regards

John

-----Original Message-----  
From: michael.stockton [mailto:michael.stockton@delphi.com]  
Sent: Sunday, October 02, 2005 9:27 PM  
To: John Hamilton  
Cc: Sandford, Eric  
Subject: RE: Delphi - Debit note in the amount of USD 163,457.02

John, I am told that this will be paid within 7 to 10 days from last Friday. I am told by Flint's plant manager that the material has been entered into the system. It took longer than expected as we needed to create a specific type of purchase order that requires several signatures.

-Mike

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From: John Hamilton [mailto:j.hamilton@o-woff.com]  
Sent: Fri 9/30/2005 11:54 AM  
To: Stockton, Michael  
Cc: Sandford, Eric Subject: RE: Delphi - Debit note in the amount of USD 163,457.02

Hello Mike

Any work on when payment will be sent to us??

John

-----Original Message-----  
From: John Hamilton [mailto:j.hamilton@o-woff.com]  
Sent: Monday, September 26, 2005 4:08 PM  
To: Michael K. Stockton  
Cc: Eric Sandford; william.sprague@delphi.com; terry.harrison@delphi.com  
Subject: RE: Delphi - Debit note in the amount of USD 163,457.02

Hello Mike:

As explained to you in the original e-mail, the yearend for Rasselstein is September 30th and they would like to have this cleared up before yearend. Please advise when we can expect payment of this final settlement.

Best regards

John

-----Original Message-----

From: John Hamilton [mailto:j.hamilton@o-wolff.com]  
Sent: Tuesday, September 20, 2005 9:25 AM  
To: michal.stockton@delphi.com  
Cc: Eric Sandford; william.sprague@delphi.com; terry.harrison@delphi.com  
Subject: FW: Delphi - Debit note in the amount of USD 163,457.02  
Importance: High

Dear Mike:

As we have discussed in the past, we have managed to sell off the balance of the material which was ordered by Terry Harrison but not drawn out of our inventory prior to the discontinued production of filter business at your Flint operation. Since material is not standard to the Tinplate Industry, we had to go out to the open market to locate buyers for this material and some was sold to buyers in the USA and one of the packages went to Canada. Needless to say the pricing was not close to the full price of the material however, I believe the returns were better than scrapping the material. Attached is a debit invoice from Rasselstein for the loss of \$163,457.02 and we would appreciate this payment being made before the end of this month as the material had been sitting in the USA since the first quarter of this year and September 30th is the fiscal year-end of Rasselstein. You can make payment through the normal channels used in the past (wire transfer to Rasselstein account) or you can issue a check payable to Rasselstein GmbH, C/O Otto Wolff US Sales Corp, and mail to 6250 N. River Road, Suite 4010, Rosemont, Illinois, 60018.

On behalf of Rasselstein GmbH, we thank you for the opportunity of supplying to Delphi Automotive and should you ever decide to use Tin Plate in the future, we hope you will provide us with the opportunity of quoting on any future needs.

Best wishes

John W. Hamilton

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## Rasselstein

Rasselstein GmbH, 88884 Andemach

Delphi Automotive Systems  
FLINT, MICHIGAN 48501-1550  
USA

**Delivery address:**

Delphi Energy and Engine  
Management Systems  
Plant # 7 - Filtration Products  
4134 Davison Road  
BURTON, MICHIGAN 48556  
USA

**Debit memo**

Reference no./Date  
2005190905 / 09/19/2005

Cust. no.  
1891590  
Your V.A.T.-No.

Our V.A.T.-No.  
DE811726044

Order manager  
Sabine von Linden

Telephone Fax  
+492631812390 +492631812979

e-mail  
Sabine.vonLinden@thyssenkrupp.com

To debit you for the losses incurred by Rasselstein GmbH on material which was left in stock following the discontinued production by Delphi of Filters at your Flint Operation.

For details please see attached summary.

\* Payment due upon receipt of this invoice.

Total value

USD 163,457.02

*Less Ausgymett*

*10,995.45*

*cc: CV*

*152,461.57*

Rasselstein GmbH  
Koblenzer Straße 141, 88884 Andemach  
Telefon: (0 28 31) 81-0 Fax: (0 28 31) 81-28 00  
Vorstand: Dr. Karl-Ulrich Köster  
Vorstand: Gerd Lohschütz (Sprecher),  
Hilke Pöschke

Sitz der Gesellschaft: Andemach Registergericht: Amtsgericht Andemach HRB 3090  
Bankverbindungen:  
Deutsche Bank AG Nürnberg, Kto.-Nr. 2103000, BLZ 57 470047 BIC DEUTDE33HAN  
Commerzbank AG Nürnberg, Kto.-Nr. 2856300, BLZ 57 040044 BIC COBADE33HAN  
Tinkaus & Bodebank Düsseldorf, Kto.-Nr. 212004, BLZ 30030040 BIC TUBD33HAN  
Steuerbank der Wirtschaftsprüfungsgesellschaft WAG AG, Kto.-Nr. 212004

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor <b>Dolph Corporation</b>		Case Number <b>05-44481</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>Rasselsstein Hoesch GmbH</b> Name and address where notices should be sent: <b>Rasselsstein Hoesch GmbH Koblenzer Strasse 141 56626 Andernach Germany</b> Telephone number: <b>USA - 800-796-2795</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Account or other number by which creditor identifies debtor: <b>1891590</b> <b>PIN# 00312783046</b>		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ <input type="checkbox"/> Retroe benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: <b>September 19/2005</b>		3. If court judgment, date obtained: _____
4. Total Amount of Claim at Time Case Filed: \$ _____ (unsecured) _____ (secured) _____ (priority) <b>152,461.57</b> (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.
6. Unsecured Nonpriority Claim \$ _____ <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date <b>June 26/06</b>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <b>John W. Hamill, Jr.</b>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

0544481060410191748146945





**POWER OF ATTORNEY**

To whom it may concern

The undersigned hereby authorize

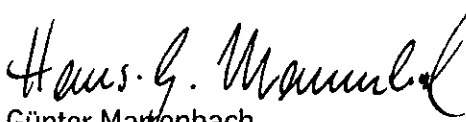
Mr. John Hamilton, Otto Wolff US Sales Corporation, 6250 North River Road, Suite 4010, Rosemont Illinois 60018, USA, to represent Rasselstein GmbH, Koblenzer Straße 141, 56626 Andernach, Germany, at all future creditor meetings in Re-Delphi Corporation et al. (Debtors), Chapter 11, Case No. 05-44481 (RDD), United States Bankruptcy Court Southern District of New York, in his function as the North American Representative of Rasselstein GmbH.

Mr. John Hamilton has the right to represent our interests in the above mentioned matter at any future creditor meetings with regard to outstanding payments (amount: USD 152.461,57) due to Rasselstein GmbH.

Andernach, 23. Januar 2006

RASSELSTEIN  
GMBH

  
Dr. Ulrich Roeske

ppa.   
Hans-Günter Martenbach



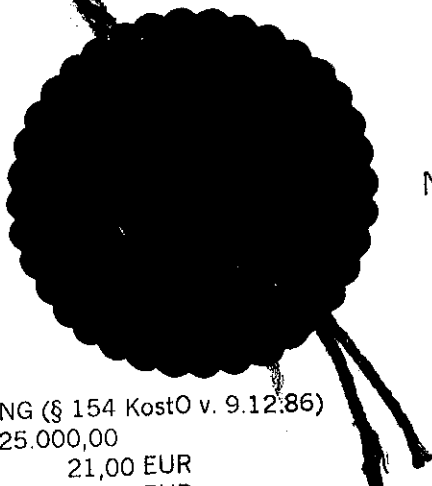
**File No. 150 for 2006 S**

I hereby certify that the above are the true signatures, subscribed in my presence, of

1. Mr. Dr. Ulrich Roeske, born 3rd. March 1965, with commercial residence in Germany, 56626 Andernach, Koblenzer Str. 141,
  2. Mr. Hans-Günter Marrenbach, born 2nd August 1958, with commercial residence in Germany, 56626 Andernach, Koblenzer Str. 141,
- Mr. Roeske has shown to me his driving licence. Mr. Marrenbach is personally known to me.

Upon my inspection of an excerpt of the commercial register, I further certify that Raschelstein GmbH is registered with the Municipal Court of Andernach - Commercial Register - under No. HRB 3990 and that Mr. Dr. Roeske und Mr. Marrenbach are entitled to act jointly as this private limited legal representative.

Andernach, the 25th January 2006



*[Handwritten signature]*

Notary public

**KOSTENBERECHNUNG (§ 154 KostO v. 9.12.86)**

Geschäftswert:	EUR 25.000,00
Geb. § 45	21,00 EUR
Geb. § 58 I	21,00 EUR
Geb. § 153	EUR
Geb. § 150	13,00 EUR
Schreibgeb.	1,50 EUR
Post- u. Tel. Geb.	EUR
Mehrwertsteuer	9,04 EUR
insgesamt	65,54 EUR

Der Notar